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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Chaoda Modern Agriculture (Holdings) Limited 超大現代農業(控股)有限公司, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CHAODA MODERN AGRICULTURE (HOLDINGS) LIMITED

超大現代農業(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 682)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
GENERAL MANDATES TO BUY-BACK AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board of Chaoda Modern Agriculture (Holdings) Limited 超大現代農業(控股)有限公司 is set out on pages 3 to 6 of this circular. A notice convening the Annual General Meeting to be held at Lounge, M/F., Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Friday, 16 December 2016 at 10:30 a.m. is set out on pages 12 to 16 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

25 October 2016

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

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|----------------------------|--|
| “Annual General Meeting” | the annual general meeting of the Company to be held at Lounge, M/F., Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Friday, 16 December 2016 at 10:30 a.m., the notice of which is set out on pages 12 to 16 of this circular, or any adjournment thereof; |
| “Articles of Association” | the articles of association of the Company; |
| “associates” | has the meaning ascribed to it under the Listing Rules; |
| “Board” | the board of Directors; |
| “Buy-back Mandate” | a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to enable them to buy-back Shares, the aggregate number of which shall not exceed 10% of the aggregate number of Shares in issue at the date of passing the relevant resolution at the Annual General Meeting; |
| “close associate(s)” | has the meaning ascribed to it under the Listing Rules; |
| “Company” | Chaoda Modern Agriculture (Holdings) Limited 超大現代農業(控股)有限公司, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange; |
| “core connected person(s)” | has the meaning ascribed to it under the Listing Rules; |
| “Director(s)” | director(s) of the Company; |
| “Group” | the Company and its subsidiaries; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC; |
| “Latest Practicable Date” | 17 October 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular; |

DEFINITIONS

| | |
|------------------------------|---|
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |
| “PRC” | The People’s Republic of China, excluding for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan; |
| “Retiring Directors” | the Directors, namely Ms. Huang Xie Ying, Mr. Yang Gang, Mr. Zhang Chang Man and Mr. Ip Chi Ming, who shall retire from office at the Annual General Meeting and being eligible, offer themselves for re-election (save for Ms. Huang Xie Ying); |
| “RMB” | Renminbi, the lawful currency of the PRC; |
| “SFO” | Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong; |
| “Share(s)” | ordinary share(s) of HK\$0.10 each in the capital of the Company; |
| “Shareholder(s)” | holder(s) of the Share(s); |
| “Share Issue Mandate” | a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with Shares not exceeding 20% of the aggregate number of the Shares in issue as at the date of passing of the relevant resolution granting such mandate; |
| “Share Option(s)” | Share option(s) of the Company granted to eligible participants pursuant to the share option schemes adopted on 19 June 2002 and/or 17 December 2015 (as the case may be); |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “substantial shareholder(s)” | has the meaning ascribed to it under the Listing Rules; |
| “Takeovers Code” | The Code on Takeovers and Mergers; |
| “%” | per cent. |

LETTER FROM THE BOARD



CHAODA MODERN AGRICULTURE (HOLDINGS) LIMITED

超大現代農業(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 682)

Executive Directors:

Mr. Kwok Ho (*Chairman*)
Ms. Huang Xie Ying
Mr. Kuang Qiao
Mr. Yang Gang
Mr. Zhang Chang Man

Registered Office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Non-Executive Director:

Mr. Ip Chi Ming

Principal Office in Hong Kong:

Room 2705, 27th Floor
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

Independent Non-Executive Directors:

Mr. Fung Chi Kin
Mr. Tam Ching Ho
Professor Lin Shun Quan
Mr. Chan Yik Pun

25 October 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
GENERAL MANDATES TO BUY-BACK AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the Annual General Meeting together with information regarding the resolutions to be proposed and the matters to be considered at the Annual General Meeting for, among other matters, (i) the re-election of the Retiring Directors; and (ii) the granting of the Buy-back Mandate and Share Issue Mandate to the Directors.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 116A of the Articles of Association, every Director shall retire from office at an annual general meeting by rotation at least once for every three consecutive annual general meetings and such Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election. By virtue of Article 116A, Ms. Huang Xie Ying and Mr. Ip Chi Ming shall retire by rotation at the Annual General Meeting. Mr. Ip, being eligible, will offer himself for re-election at the Annual General Meeting. Ms. Huang Xie Ying will not seek for re-election due to her retirement. Ms. Huang confirmed that she had no disagreement with the Board, and there were no matters relating to her retirement that needed to be brought to the attention of the Shareholders. Ms. Huang has been a Director since September 2003 and has served the Group for over 19 years. She has provided valuable service and support to the Group during her tenure of office. The Board would like to express its sincere appreciation and gratitude to Ms. Huang for her service and valuable contribution made to the Group.

In accordance with Article 99 of the Articles of Association, Mr. Yang Gang and Mr. Zhang Chang Man (who were appointed by the Board either to fill a vacancy or as an addition to the Board) shall hold office only until the Annual General Meeting and shall then be eligible for re-election. They have agreed to offer themselves for re-election at the Annual General Meeting.

The Board had reviewed the performance of the three Retiring Directors (namely Mr. Yang Gang, Mr. Zhang Chang Man and Mr. Ip Chi Ming) and highly recognised their capability, dedication and contribution to the Group during their tenure of service with the Group. Furthermore, the Board considers that the interests of the Group and the Shareholders are best served if continuity of the management could be maintained and stability of the operations of the Group could be enhanced. Accordingly, the Board recommends that Mr. Yang, Mr. Zhang and Mr. Ip shall stay with the Board and continue to provide their professional knowledge, experience, judgment and advice to the Group and make continuous effort to assist the Group.

The biographical details as required to be disclosed under the Listing Rules of Mr. Yang, Mr. Zhang and Mr. Ip who are proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular. A separate resolution for re-electing each of Mr. Yang, Mr. Zhang and Mr. Ip will be put forward at the Annual General Meeting.

3. GENERAL MANDATE TO BUY-BACK SHARES

An ordinary resolution will be proposed at the Annual General Meeting for Shareholders' approval to give the Directors the Buy-back Mandate to buy-back Shares up to 10% of the aggregate number of Shares in issue at the date of passing of such resolution, for the period until the conclusion of the next annual general meeting of the Company or such earlier period as stated in the resolution.

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Buy-back Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the Annual General Meeting to give the Directors the Share Issue Mandate to allot, issue and deal with Shares up to 20% of the aggregate number of the issued Shares at the date of passing the resolution, for the period until the conclusion of the next annual general meeting of the Company or such earlier period as stated in the resolution.

As at the Latest Practicable Date, a total of 3,291,302,491 Shares were in issue. Assuming that there is no change in the number of issued Shares prior to the date of passing the resolution approving the Share Issue Mandate, the maximum number of Share which may be issued pursuant to the Share Issue Mandate will be 658,260,498 Shares. In addition, subject to the passing of the ordinary resolutions of the Buy-back Mandate and the Share Issue Mandate, an ordinary resolution will also be proposed to extend the Share Issue Mandate by adding to it the number of Shares purchased by the Company under the Buy-back Mandate.

5. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 12 to 16 of this circular. A form of proxy is enclosed for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the form of proxy as instructed thereon and deposit it at the principal office of the Company in Hong Kong at Room 2705, 27th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The Chairman of the Annual General Meeting will exercise his power under Article 80 of the Articles of Association to put the resolutions to be proposed at the Annual General Meeting to vote by way of poll. The results of the poll will be published on the websites of the Company and the Stock Exchange in accordance with Rule 13.39(5) of the Listing Rules.

6. RECOMMENDATION

The Directors consider that the proposed resolutions to be transacted at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the proposed resolutions thereat.

LETTER FROM THE BOARD

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular misleading.

Yours faithfully,

For and on behalf of the Board

Chaoda Modern Agriculture (Holdings) Limited

Kwok Ho

Chairman

The particulars of the Retiring Directors as referred to in resolution numbered 2 of the notice of the Annual General Meeting, proposed for re-election, are as follows:

Mr. YANG Gang, aged 42, joined the Group in 1998 and was appointed as an executive Director on 8 June 2016. Mr. Yang is an assistant to the Chief Executive Officer and the Head of Construction Department of the Group, who is primarily responsible for the Group's assets management and construction projects. Mr. Yang graduated from West Anhui United University, as one of the predecessors of West Anhui University (majoring in industrial and civil architecture), and Dongbei University of Finance and Economics (majoring in construction management), and is qualified as an intermediate engineer. Prior to joining the Group, he had served in construction management of government departments and schools. Mr. Yang has over 20 years of extensive assets management and construction projects experience in the PRC.

Mr. Yang has no specific term of service with the Company, which may be terminated by either party by written notice of not less than three months. He is, however, subject to retirement from office by rotation and re-election at annual general meeting in accordance with the Articles of Association. The basic salaries and bonus paid to Mr. Yang for the financial year ended 30 June 2016 were RMB4,000, which was determined with reference to his duties and responsibilities with the Group and the market rate.

As at the Latest Practicable Date, Mr. Yang held interests in Share Options to subscribe for 200,000 Shares at an exercise price of HK\$6.43 and 4,000,000 Shares at an exercise price of HK\$0.187 within the meaning of Part XV of the SFO. Mr. Yang has not held other directorships in any listed public companies in the last three years. He is not connected, and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. ZHANG Chang Man, aged 39, joined the Group in 2000 and was appointed as an executive Director on 8 June 2016. He is also a member of the Remuneration Committee of the Board and the Vice President of the Group. Mr. Zhang is primarily responsible for the consolidated accounting and finance management of the Group. Mr. Zhang graduated from Fuzhou University (majoring in accounting), and is qualified as an intermediate accountant. Prior to joining the Group, he had worked in the Taiwanese-invested enterprise and gained practical experience in accounting. Mr. Zhang has over 15 years of extensive accounting experience in the PRC.

Mr. Zhang has no specific term of service with the Company, which may be terminated by either party by written notice of not less than three months. He is, however, subject to retirement from office by rotation and re-election at annual general meeting in accordance with the Articles of Association. The basic salaries and bonus paid to Mr. Zhang for the financial year ended 30 June 2016 were RMB6,000, which was determined with reference to his duties and responsibilities with the Group and the market rate.

As at the Latest Practicable Date, Mr. Zhang held interests in Share Options to subscribe for 6,000,000 Shares at an exercise price of HK\$0.187 within the meaning of Part XV of the SFO. Mr. Zhang has not held other directorships in any listed public companies in the last three years. He is not connected, and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. IP Chi Ming, aged 55, was formerly an executive Director until 8 January 2010 when he was re-designated as a non-executive Director. Mr. Ip is a director of some of the subsidiaries of the Company. Mr. Ip has over 25 years of experience in trading and marketing in the food products industry as well as extensive experience in corporate strategic planning, overall management, business development, sales and marketing. Mr. Ip served as an executive director of Suncorp Technologies Limited (stock code: 1063) from February 2010 to April 2014. Save as disclosed above, Mr. Ip has not held other directorships in any listed public companies in the last three years. He is not connected, and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. Ip has been appointed by the Company for a term of two years until 7 January 2018. Such an appointment may be terminated by either party by a written notice of not less than three months. He is, however, subject to retirement from office by rotation and re-election at annual general meeting in accordance with the Articles of Association. The total director's fee paid to Mr. Ip for the financial year ended 30 June 2016 were RMB895,000, which was determined with reference to his duties and responsibilities with the Group and the market rate.

As at the Latest Practicable Date, Mr. Ip held interests in Share Options to subscribe for 2,000,000 Shares at an exercise price of HK\$6.43 and 6,000,000 Shares at an exercise price of HK\$0.187 within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders regarding each of the Retiring Directors proposed for re-election nor any other information needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 3,291,302,491 Shares. Subject to the passing of the ordinary resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 329,130,249 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.

2. REASONS FOR BUY-BACKS OF SHARES

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think that it is appropriate to buy-back Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such buy-backs may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

3. FUNDING OF BUY-BACK

In making buy-backs of securities, the Company may only apply funds legally available for such purposes in accordance with its memorandum of association and the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. Under the laws of the Cayman Islands, buy-backs by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the laws of the Cayman Islands, out of capital.

There might be a material adverse impact on the working capital position or gearing position of the Company in the event that the buy-backs of all the Shares under the Buy-back Mandate were to be carried out in full during the period of the Buy-back Mandate.

The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months preceding the Latest Practicable Date were as follows:

| Month | Price per Share | |
|--|------------------------|---------------------|
| | Highest | Lowest |
| | traded price | traded price |
| | <i>HK\$</i> | <i>HK\$</i> |
| October 2015 | 0.375 | 0.231 |
| November 2015 | 0.355 | 0.275 |
| December 2015 | 0.290 | 0.235 |
| January 2016 | 0.248 | 0.179 |
| February 2016 | 0.194 | 0.161 |
| March 2016 | 0.191 | 0.162 |
| April 2016 | 0.175 | 0.157 |
| May 2016 | 0.186 | 0.160 |
| June 2016 | 0.208 | 0.162 |
| July 2016 | 0.190 | 0.166 |
| August 2016 | 0.191 | 0.171 |
| September 2016 | 0.214 | 0.170 |
| October 2016 (up to the Latest Practicable Date) | 0.249 | 0.194 |

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, its memorandum of association and the Articles of Association and the laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders at the Annual General Meeting.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders at the Annual General Meeting.

6. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If a Shareholder's proportionate interest in the voting capital of the Company increases as a result of buy-back(s) of Shares by the Company, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could, depending on the level of increase of his or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Company, Mr. Kwok Ho and his associates were deemed to be interested in 645,092,644 Shares, representing approximately 19.60% of the issued share capital of the Company. On the assumption that the issued Shares remain 3,291,302,491 Shares and in the event that the Directors exercise the power to buy-back Shares in full pursuant to the Buy-back Mandate, the shareholding of Mr. Kwok Ho and his associates in the Company will be increased to approximately 21.78%. In the opinion of the Directors, such increase may not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code and will not result in the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules being reduced to less than 25%.

7. SHARE BUY-BACK BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



CHAODA MODERN AGRICULTURE (HOLDINGS) LIMITED
超大現代農業(控股)有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 682)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of Chaoda Modern Agriculture (Holdings) Limited (the “**Company**”) will be held at Lounge, M/F., Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Friday, 16 December 2016 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of directors and the auditors of the Company for the financial year ended 30 June 2016.
2. (A) To re-elect Mr. Yang Gang as an executive director of the Company.
(B) To re-elect Mr. Zhang Chang Man as an executive director of the Company.
(C) To re-elect Mr. Ip Chi Ming as a non-executive director of the Company.
3. To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments the following ordinary resolutions:
 - (A) “**THAT**
 - (i) subject to paragraph (ii) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to purchase or otherwise acquire the shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may

NOTICE OF ANNUAL GENERAL MEETING

be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange (as amended from time to time), be and is hereby generally and unconditionally approved;

- (ii) the aggregate number of the Shares which are authorised to be bought back pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (iii) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”

(B) “**THAT**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants, debentures, notes and other securities convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants, debentures, notes and other securities convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to or in consequence of:
 - (a) a Rights Issue (as defined below);
 - (b) the exercise of options under any share option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to option holders of Shares;
 - (c) an issue of Shares upon the exercise of any rights of subscription or conversion attaching to any warrants, call options, convertible bonds, debentures or notes issued and may be issued by the Company; and/or;
 - (d) any scrip dividend, and/or other similar arrangement provided for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time,

shall not exceed 20% of the aggregate number of the Shares in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

- (iv) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

(C) “**THAT**

conditional upon the passing of the resolutions in No. 4(A) and No. 4(B) of this notice, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares pursuant to the resolution in No. 4(B) of this notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the Shares bought-back or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution in No. 4(A) of this notice, provided that such number shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing this resolution.”

By Order of the Board
Chaoda Modern Agriculture (Holdings) Limited
Kwok Ho
Chairman

Hong Kong, 25 October 2016

Notes:

1. Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxy(ies) to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy needs not be a member of the Company.

NOTICE OF ANNUAL GENERAL MEETING

2. To be valid, a form of proxy for the Annual General Meeting, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the principal office of the Company in Hong Kong at Room 2705, 27th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Annual General Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Where there are joint registered holders of any Share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint registered holders are present at the Annual General Meeting personally or by proxy, then one of the registered holders so present whose name stands first on the register of members of the Company in respect of such Share, or his proxy, shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect thereof.
4. At the Annual General Meeting, the chairman of the Annual General Meeting will exercise his power under Article 80 of the articles of association of the Company to put any resolution to be considered at the meeting to a vote by way of poll as required under the Listing Rules. The poll results will be published on the websites of the Company and the Stock Exchange in accordance with the Listing Rules.
5. As regards the resolution in No. 2 of this notice, biographical details of the retiring directors proposed for re-election are set out in Appendix I to the circular of the Company dated 25 October 2016 (the “Circular”). Further information in relation to the resolution in No. 4(A) of this notice are provided in Appendix II to the Circular.

As of the date hereof, the board of directors of the Company comprises:

Executive directors:

*Mr. Kwok Ho, Ms. Huang Xie Ying, Mr. Kuang Qiao,
Mr. Yang Gang and Mr. Zhang Chang Man*

Non-executive director:

Mr. Ip Chi Ming

Independent non-executive directors:

*Mr. Fung Chi Kin, Mr. Tam Ching Ho, Professor Lin
Shun Quan and Mr. Chan Yik Pun*